

ARTICLES OF INCORPORATION

OF

THE BUSINESS FORUM FOUNDATION, INC.

The undersigned, a natural person of the age of eighteen (18) years or more acting as incorporator of a Corporation under the Wisconsin Nonstock Corporation Law (Chapter 181 of the Wisconsin Statutes), adopts the following Articles of Incorporation for such Corporation.

ARTICLE I

Name

The name of the Corporation is The Business Forum Foundation, Inc.

ARTICLE II

Purposes

The Corporation is organized and shall be operated exclusively for charitable and educational purposes; to engage in activities relating to the aforementioned purposes; and to invest in, receive, hold, use and dispose of all property, real or personal, as may be necessary or desirable to carry into effect the aforementioned purposes.

In furtherance of the aforementioned purposes, the Corporation's purposes shall include working with The Business Forum, Inc. and the business and professional women making up its membership to obtain, manage, and distribute funds, goods, and services for charitable and educational purposes.

Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended (or the corresponding provisions of any future United States Internal Revenue Law) (hereinafter the "Internal Revenue Code") or (b) by a corporation, contributions to which are deductible under Section 170(c) (2), 2055(a) (2) or 2522(a) (2) of the Internal Revenue Code.

ARTICLE III

Powers

The Corporation shall have all powers conferred upon nonstock, nonprofit corporations organized under Chapter 181 of the Wisconsin Statutes and any successor provisions thereto now enacted or hereafter amended, but shall exercise such powers only in fulfillment of its above-stated purposes.

The Corporation shall not engage in any of the following activities:

(1) The Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

(2) No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation; provided, however, that this provision shall not apply to activities consisting of carrying on propaganda or otherwise attempting to influence legislation, to the extent the Corporation has made an election pursuant to and remains in compliance with the restrictions of Section 501(h) of the Internal Revenue Code.

(3) No dividends shall be paid and no part of the net earnings of the Corporation shall inure to the benefit of any private individual within the meaning of Section 501(c)(3) of the Internal Revenue Code.

ARTICLE IV

Members

The Corporation shall not have members.

ARTICLE V

Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors. The number and manner of election or appointment of Directors and their terms of office shall be as provided in the By-Laws, but the number of Directors shall not be less than three (3).

ARTICLE VI

Dissolution and Liquidation

The Corporation may be dissolved upon the adoption of a plan to dissolve in the manner now or hereafter provided in the Wisconsin Statutes. In the event of dissolution of the Corporation, no liquidating or other dividends and no distribution of property owned by the Corporation shall be declared or paid to any private individual, but the net assets of the Corporation shall be distributed as follows:

(1) All liabilities and obligations of the Corporation shall be paid, satisfied and discharged, or adequate provision shall be made therefor;

(2) Remaining assets shall be distributed to one or more organizations described in Section 170(c)(2), 501(c)(3), 2055(a)(2) or (3) or 2522(a)(2) of the Internal Revenue Code, as determined in the plan to dissolve adopted in the manner set forth above in this Article VI.

ARTICLE VII

Amendment

These Articles may be amended in the manner now or hereafter provided in the Wisconsin Statutes.

ARTICLE VIII

Miscellaneous

Section 1. The name and address of the initial registered agent of the Corporation is:

Linda Cheatham, CPA
c/o Williams, Young & Associates
2901 West Beltline Highway
Madison, Wisconsin 53713

Section 2. The mailing address in Wisconsin of the principal office of the Corporation is:

The Business Forum Foundation, Inc.
P.O. Box 1393
Dane County
Madison, Wisconsin 53701-1393

Section 3. The names and addresses of the persons constituting the initial Board of Directors are:

Linda Cheatham
P.O. Box 8700
Madison, Wisconsin 53708

Anne E. Ross
P.O. Box 1497
Madison, Wisconsin 53701

Jan Eddy
P.O. Box 3037
201 Waubesa Street
Madison, Wisconsin 53704

is: Section 4. The name and address of the incorporator

Attorney Anne E. Ross
P.O. Box 1497
Madison, Wisconsin 53701

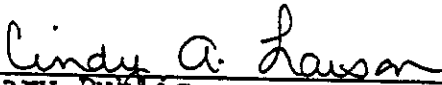
this 6th IN WITNESS WHEREOF, I have hereunto set my hand
day of April, 1989.



Anne E. Ross

STATE OF WISCONSIN)
) SS.
COUNTY OF DANE)

Personally came before me this 6th day of April, 1989, the above-named Anne E. Ross to me known to be the person who executed the foregoing instrument and acknowledged the same.



Notary Public

[NOTARIAL SEAL]

My Commission: expired 4/26/92

This instrument was drafted by and should be returned to Attorney Anne E. Ross. This instrument should be recorded in Dane County.

STATE OF WISCONSIN
FILED

APR 06 1989

DOUGLAS LA FOLLETTE
SECRETARY OF STATE